

RECEIVED
APR 24 2000
Licensing & Technical
Analysis Branch

Applicant/Licensee Information


1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Omnipoint Philadelphia License, LLC			

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Craig	MI: A.	Last Name: Floerchinger	suffix:
Title: Vice President, Cook Inlet GSM, Inc.			
Signature: 			Date: 4/17/00

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

4-19-00

FCC Ownership Disclosure information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Omnipoint Communications Enterprises, L.P.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503			
5) Type of Interest in Applicant () (refer to Instructions for list) D	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): L	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 – Manager member interest		9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Omnipoint Communications Enterprises, L.P.; Omnipoint Philadelphia License, LLC (Applicant) (see Attachment 1)			

Related FCC Regulated Businesses of Disclosable interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
Omnipoint Dover License, LLC (address same as applicant)	Commercial Mobile Radio Services		50.1%
Omnipoint Atlantic City License, LLC (address same as applicant)	Commercial Mobile Radio Service		50.1%
Omnipoint Philadelphia License, LLC (Applicant)	Commercial Mobile Radio Services	- - -	- - -

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

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2) Disclosable Interest Holder's Name (if entity): OPCS Philadelphia Holdings, LLC		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): M	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Manager member interests		9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): OPCS Philadelphia Holdings, LLC; Omnipoint Communications Enterprises, L.P.; Omnipoint Philadelphia License, LLC (Applicant) (see Attachment 1)			

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Omnipoint Dover License, LLC (address same as applicant)	Commercial Mobile Radio Services	1	50.1%
Omnipoint Atlantic City License, LLC (address same as applicant)	Commercial Mobile Radio Service		50.1%
Omnipoint Philadelphia License, LLC (Applicant)	Commercial Mobile Radio Services		50.1%

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1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet/VS GSM II PCS, LLC		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): M	7) Percent of Interest Held in Applicant: 100%	
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Omnipoint Dover License, LLC (address same as applicant)	Commercial Mobile Radio Services		50.1%
Omnipoint Atlantic City License, LLC (address same as applicant)	Commercial Mobile Radio Service		50.1%
Omnipoint Philadelphia License, LLC (Applicant)	Commercial Mobile Radio Services		50.1%

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5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant: 50.1%
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10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet GSM, Inc.; Cook Inlet/VS GSM II PCS, LLC; OPCS Philadelphia Holdings, LLC; Omnipoint Communications Enterprises, L.P.; Omnipoint Philadelphia License, LLC (Applicant) (see Attachment 1)			

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Cook Inlet/VS GSM II PCS, UC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/VS GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/VoiceStream PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
CIVS PA I, LLC (address same as applicant)	Commercial Mobile Radio Services		50.1%
CIVS PA II, LLC (address same as applicant)	Commercial Mobile Radio Services		50.1%
CIVS PA III, LLC (address same as applicant)	Commercial Mobile Radio Services		50.1%
Omnipoint Dover License, LLC (address same as applicant)	Commercial Mobile Radio Services		50.1%
(continued on next page)			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:		suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet GSM, Inc. (continued)				3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:					
5) Type of Interest in Applicant () (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:	
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11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Omnipoint Atlantic City License, LLC (address same as applicant)	Commercial Mobile Radio Service		50.1%
Omnipoint Philadelphia License, LLC (Applicant)	Commercial Mobile Radio Services		50.1%
Cook Inlet/VoiceStream License Company, LLC (address same as applicant)	Commercial Mobile Radio Service		50.1%

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): MI: Last Name:		suffix:
2) Disclosable Interest Holders Name (if entity): Cook Inlet Region, Inc.		3) Disclosable Interest Holder's TIN:
4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503		
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C	7) Percent of Interest Held in Applicant: 50.1%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 – Manager member interest		9) Disclosable Interest Holder's Country of Citizenship: United States
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet Region, Inc.; Cook Inlet GSM, Inc.; Cook Inlet/Vs GSM II PCS, LLC; OPCS Philadelphia Holdings, LLC; Omnipoint Communications Enterprises, L.P.; Omnipoint Philadelphia License, LLC (Applicant) (see Attachment 1)		

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Cook Inlet/VoiceStreamPV/SSPCS, L.P. 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		42.86% (control)
Cook Inlet/Vs GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/Vs GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/VoiceStream PCS, UC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/VoiceStream License Company, LLC (address same as applicant)	Commercial Mobile Radio Service		50.1%
CIVS PA I, LLC (address same as applicant)	Commercial Mobile Radio Services		50.1%
CIVS PA II, LLC (address same as applicant)	Commercial Mobile Radio Services		50.1%
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1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet Region, Inc. (continued)			3) Disclosable Interest Holder's TIN:
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Alaska Interstate Construction, UC 649 W. 54 th Ave., P.O. Box 233769 Anchorage, AK 99523	Construction		40%
Peak Services USA 450 Gears Road, Suite 850 Houston, TX 77067	Oilfield and Refinery Services		50%
Peak USA Energy Services, Ltd. 450 Gears Road, Suite 850 Houston, TX 77067	Oilfield Trucking Services		50%
Alaska Heritage Tours, Inc. 2525 C Street, Suite 405 Anchorage, AK 99503	Boat Tours, Lodging and Tourism		100%
Peak Oilfield Service Company 2525 C St., Suite 201, Anchorage, AK 99503	Oilfield Services and Construction		50%
Alaska Hovercraft Ventures 1029 West 3 rd Ave., Suite 150 Anchorage, AK 99503	Hovercraft Sales, Leasing, and Operations		33.33%
Construction Machinery, Inc. 5400 Homer Dr., Anchorage, AK 99510	Heavy Equipment Distribution		100%
(continued next page)			

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CIVS PA III, LLC (address same as applicant)	Commercial Mobile Radio Services		50.1%
Omnipoint Dover License, LLC (address same as applicant)	Commercial Mobile Radio Services		50.1%
Omnipoint Atlantic City License, LLC (address same as applicant)	Commercial Mobile Radio Service		50.1%
Omnipoint Philadelphia License, LLC (Applicant)	Commercial Mobile Radio Services		50.1%

OWNERSHIP

Omnipoint Philadelphia License, LLC (“Omni-Philadelphia”), submits the following information to describe in more detail the ownership structure of Omni-Philadelphia as set forth in Item 10, Schedule A of FCC Form 602.

Direct Ownership

Omni-Philadelphia, a Delaware limited liability company, is a wholly owned subsidiary of Omnipoint Communications Enterprises, L.P. (“OCE”). The address of Omni-Philadelphia is as follows:

Omnipoint Philadelphia License, LLC
3605 132nd Avenue, S.E., Suite 100
Bellevue, Washington 98006

Indirect Ownership

OCE, a Delaware limited partnership, has two partners:

The first, OPCS Philadelphia Holdings, LLC (“OPCS”), a Delaware limited liability company, holds one percent of all partnership interests and one hundred percent of the general partnership interests of OCE. OPCS, in turn, is a wholly owned subsidiary of Cook Inlet/VS GSM II PCS, LLC (“CIVS II”). CIVS II, a Delaware limited liability company, has two members. The first, Cook Inlet GSM, Inc. (“CIGSM”), holds 50.1 percent of all membership interests and one hundred percent of all Manager member interests in CIVS II. CIGSM is a wholly owned subsidiary of Cook Inlet Region, Inc. (“CIRI”), an Alaska corporation. CIRI is an Alaska Native Regional Corporation organized pursuant to the Alaska Native Claims Settlement Act, 43 U.S.C. § 1601 *et seq.* (the “Act”). No CIRI shareholder holds a 10 percent or greater indirect interest in Omni-Philadelphia. The second member of CIVS II, Omnipoint Investment, LLC (“Omnipoint”), a Delaware limited liability company, holds 49.9 percent of all member interests in CIVS II and holds no Manager member interests in CIVS II. Omnipoint is a wholly-owned indirect subsidiary of VoiceStream Wireless Corporation (“VWC”), a Delaware corporation. Pursuant to the Commission’s attribution criteria, each of Omnipoint and VWC holds a 49.9 percent indirect interest in CIVS PA I. For ownership information related to VWC and its subsidiaries, please see the most recent FCC Form 602 Ownership Disclosure Report filed by and on behalf of VWC in December 1999.

The second partner of OCE is CIVS II. CIVS II directly holds ninety-nine percent of all partnership interests and one hundred percent of all limited partnership interests in OCE. As a result, OCE is wholly owned by CIVS II.